

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,
et al.,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS
(Jointly Administered)

**STIPULATION AND ORDER BINDING THE AD HOC GROUP OF
CONSTITUTIONAL DEBTHOLDERS TO THE AMENDED AND SUPPLEMENTED
PROTECTIVE ORDER (ECF NO. 3335)**

WHEREAS, the Commonwealth of Puerto Rico (the “Commonwealth”), the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) (collectively, “Respondents”) possess confidential, proprietary, and commercially sensitive information that Respondents have agreed to disclose to the Ad Hoc Group of Constitutional Debtholders (“the Constitutional Debtholders”).

WHEREAS, to facilitate the disclosure of information to the Constitutional Debtholders while protecting such confidential information from improper disclosure and use, Respondents

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III Case numbers are listed as bankruptcy case numbers due to software limitations).

and the Constitutional Debtholders through their respective undersigned counsel, have agreed that the *Amended and Supplemented Protective Order* (ECF No. 3335) (“Protective Order”), attached hereto as Exhibit 1, shall apply to Respondents’ production of materials to the Constitutional Debtholders, including to all “Material,” as defined in paragraph 1 of the Protective Order.

WHEREAS, Respondents and the Constitutional Debtholders have established good cause for entry of this stipulation to the Protective Order (the “Stipulated Order”).

NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

1. For purposes of the Stipulated Order, “Parties” or “Party” as defined in the Protective Order shall include the Constitutional Debtholders.
2. For the avoidance of doubt, nothing herein shall be deemed to waive or modify the Protective Order, except that this Stipulated Order is applicable to, and shall govern, all Material produced and disclosed to the Constitutional Debtholders.
3. This Court shall retain full and exclusive jurisdiction during the pendency of this case and thereafter to enforce this Stipulated Order and to grant relief for any violation thereof. Respondents, the Constitutional Debtholders, and all signatories of Exhibit A to the Protective Order explicitly consent to the jurisdiction of this Court for the purpose of enforcement of this Stipulated Order. The Stipulated Order may be modified or terminated only by written stipulation of the parties or by order of the Court.

SO STIPULATED:

Dated: August 2, 2019

**G. CARLO-ALTIERI LAW OFFICES,
LLC**

By: /s/ Gerardo A. Carlo

Gerardo A. Carlo

USDC PR No. 112009

Telephone: (787) 247-6680

gacarlo@carlo-altierilaw.com

By: /s/ Kendra Loomis

Kendra Loomis

USDC PR No. 227408

Telephone: (787) 370-0255

loomislegal@gmail.com

254 San Jose St., Third Floor

San Juan, Puerto Rico 00901

Telephone: (787) 247-6680

Facsimile: (787) 919-0527

MORRISON & FOERSTER LLP

By: /s/ Gary S. Lee

James M. Peck (admitted pro hac vice)

Gary S. Lee (admitted pro hac vice)

Grant J. Esposito (admitted pro hac vice)

David J. Fioccola (admitted pro hac vice)

Andrew R. Kissner (admitted pro hac vice)

250 West 55th Street

New York, New York 10019

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

jpeck@mofo.com

glee@mofo.com

gesposito@mofo.com

dfioccola@mofo.com

akissner@mofo.com

Counsel for the Ad Hoc Group of Constitutional Debtholders

O'NEILL & BORGES LLC

By: /s/ Hermann D. Bauer
Hermann D. Bauer
USDC No. 215205
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944
[Email: hermann.bauer@oneillborges.com](mailto:hermann.bauer@oneillborges.com)

--and--

PROSKAUER ROSE LLP

By: /s/ Gregg M. Mashberg
Martin J. Bienenstock (*pro hac vice*)
Stephen L. Ratner (*pro hac vice*)
Gregg M. Mashberg (*pro hac vice*)
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900
[Email: mbienenstock@proskauer.com](mailto:mbienenstock@proskauer.com)
sratner@proskauer.com

Timothy W. Mungovan (*pro hac vice*)
One International Place
Boston, MA 02110
Tel: (617) 526-9600
Fax: (617) 526-9899
[Email: tmungovan@proskauer.com](mailto:tmungovan@proskauer.com)

Attorneys for the Financial Oversight and Management Board for Puerto Rico, as representative of The Commonwealth of Puerto Rico

O'MELVENY & MYERS LLP

By: /s/ Elizabeth L. McKeen

John J. Rapisardi (*Pro Hac Vice*)

7 Times Square

New York, NY 10036

Tel: (212) 326-2000

Fax: (212) 326-2061

Peter Friedman (*Pro Hac Vice*)

1625 Eye Street, NW

Washington, DC 20006

Tel: (202) 383-5300

Fax: (202) 383-5414

-and-

Elizabeth L. McKeen (*Pro Hac Vice*)

610 Newport Center Drive, 17th Floor

Newport Beach, CA 92660

Tel: +1-949-823-6900

Fax: +1-949-823-6994

Attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority

MARINI PIETRANTONI MUÑOZ LLC

By: /s/ Luis C. Marini-Biaggi

Luis C. Marini-Biaggi

USDC No. 222301

Carolina Velaz-Rivero

USDC No. 300913

MCS Plaza, Suite 500

255 Ponce de León Ave.

San Juan, Puerto Rico 00917

Tel: (787) 705-2171

Fax: (787) 936-7494

Co-Attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority

SO ORDERED.

Dated: August 2, 2019

/s/ Judith G. Dein
JUDITH GAIL DEIN
United States Magistrate Judge